

Amendment to Section 1.11 Creation of Public Purpose Fund

- 1) make the existing language subsection a)
- 2) create a new subsection b) to read as follows:

As a condition of receipt of TAD funding from the Public Purpose Projects Fund, the Center for Civil and Human Rights (CCHR) shall enter into an agreement with the City and ADA that shall include the following requirements:

- 1) The Councilmember for District 2 shall be a member of the Board of Directors of CCHR; and
- 2) CCHR shall provide reports to the Community Development/Human Resources Committee of the Council on a quarterly basis until the museum is completed and open to the public and annually thereafter.

AN ORDINANCE

BY COUNCILMEMBERS JIM MADDOX, KWANZA HALL, CEASAR MITCHELL AND  
IVORY LEE YOUNG, JR.

AS SUBSTITUTED BY FINANCE/EXECUTIVE COMMITTEE

AN ORDINANCE, TO (1) PROVIDE FOR THE ISSUANCE AND SALE OF SUBORDINATE LIEN TAX ALLOCATION VARIABLE RATE BONDS (WESTSIDE PROJECT), SERIES 2008, IN ONE OR MORE SERIES, IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$85,000,000 (THE "SERIES 2008 BONDS"), TO PAY REDEVELOPMENT COSTS ASSOCIATED WITH THE PROJECTS IDENTIFIED ON SCHEDULE 1 HERETO (THE "2008 PROJECTS"), TO PAY REDEVELOPMENT COSTS ASSOCIATED WITH THE NEIGHBORHOOD PROJECTS (THE "NEIGHBORHOOD PROJECTS") IN ACCORDANCE WITH THE INITIAL RESOLUTION (AS DEFINED BELOW) AND TO PAY REDEVELOPMENT COSTS ASSOCIATED WITH PUBLIC PURPOSE PROJECTS (THE "PUBLIC PURPOSE PROJECTS") IN ACCORDANCE WITH THE PUBLIC PURPOSE RESOLUTION (AS DEFINED BELOW), TO FUND CAPITALIZED INTEREST AND TO PAY EXPENSES INCIDENT TO ACCOMPLISHING THE FOREGOING; (2) AUTHORIZE THE EXECUTION OF A SECOND SUPPLEMENTAL INDENTURE OF TRUST, A FOURTH AMENDED AND RESTATED LETTER OF CREDIT AND REIMBURSEMENT AGREEMENT, SUBSTANTIALLY SIMILAR DEVELOPMENT AGREEMENTS (AS DEFINED BELOW) WITH THE OWNERS OF EACH 2008 PROJECT, A PURCHASE CONTRACT, AND A REMARKETING AGREEMENT, AND APPROVING THE USE AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT; (3) AUTHORIZE THE CREATION OF A PUBLIC PURPOSE PROJECT FUND TO BE FUNDED WITH NET TAX ALLOCATION BOND PROCEEDS; AND (4) AUTHORIZE CERTAIN OTHER ACTIONS, ALL IN CONNECTION WITH THE ISSUANCE AND SALE OF THE FOREGOING DESCRIBED SERIES 2008 BONDS.

WHEREAS, the City of Atlanta, Georgia (the "City") is a municipal corporation of the State of Georgia and a "political subdivision" as defined in Chapter 44 of Title 36 of the Official Code of Georgia Annotated, as amended (the "Redevelopment Powers Law"); and

WHEREAS, the City is authorized pursuant to the Constitution of the State of Georgia and the various statutes of the State of Georgia, including specifically the Redevelopment Powers Law, to issue its tax allocation bonds, notes and other obligations in order to finance certain Redevelopment Costs, as defined in the Redevelopment Powers Law; and

WHEREAS, in order to encourage the development of an economically and socially depressed area in the City, the City Council by Resolution 98-R-0777, adopted on July 6, 1998, and approved by the Mayor on July 13, 1998 (the "Initial Resolution"), among other matters, (i) adopted the Westside Redevelopment Plan and Tax Allocation Bond District (Tax Allocation District Number 1, as Amended-Atlanta/Westside) (the "Westside Redevelopment Plan") pursuant to the authority granted the City under the Constitution and the laws of the State of Georgia, including particularly the Redevelopment Powers Law (ii) created The Westside Tax Allocation District Number One, As Amended-Atlanta/Westside (the "Westside TAD") and

(iii) authorized the pledge of certain positive ad valorem tax allocation increments derived from the Westside TAD for the payment of or as security for the payment of tax allocation bonds; and

WHEREAS, the Initial Resolution was amended by the City Council by Resolution 98-R-1910, adopted on October 19, 1998, and approved by the Mayor on October 27, 1998 (the Resolution Amendment" and, together with the Initial Resolution, the "City Resolution"); and

WHEREAS, the Board of Commissioners of Fulton County, Georgia ("Fulton County"), by resolution adopted on November 18, 1998 (as amended on July 20, 2005), consented to the inclusion of its share of positive ad valorem tax increments derived from the Westside TAD as security for tax allocation bonds issued within the Westside TAD; and

WHEREAS, the City has appointed the Atlanta Development Authority ("ADA") as the City's redevelopment agent pursuant to the Redevelopment Powers Law for the purpose of implementing the redevelopment initiatives set forth in the Westside Redevelopment Plan, and for other purposes; and

WHEREAS, pursuant to the Redevelopment Powers Law, the City is authorized to finance certain Redevelopment Costs, as defined in the Redevelopment Powers Law to mean expenditures made to achieve the redevelopment of a redevelopment area including without limitation, (i) clearing, grading and otherwise preparing property for redevelopment, (ii) real property assembly costs, (iii) environmental remediation of property, (iv) design, construction and installation of utilities such as water, sewer, storm drainage, electric, gas and telecommunications, (v) design, construction and installation of streets, sidewalks, bikeways, curbs, gutters and other public works, (vi) organizational costs, including the cost of environmental impact or other studies, (vii) design and construction of parking facilities and (viii) any other facilities and improvements located in or otherwise related to the Westside TAD that are eligible to be financed or refinanced as Redevelopment Costs under the Redevelopment Powers Law; and

WHEREAS, the City has previously funded certain Redevelopment Costs in the Westside TAD with proceeds of its Tax Allocation Variable Rate Bonds (Westside Project), Series 2001 (the "Series 2001 Bonds") and its Tax Allocation Variable Rate Bonds (Westside Project), Series 2005A and 2005B (collectively, the "Series 2005 Bonds"); and

WHEREAS, as redevelopment agent, ADA has identified and approved 9 additional projects or phases of projects listed on Schedule 1 hereto (the "2008 Projects") for financing with the proceeds of tax allocation bonds of the City; and

WHEREAS, the Initial Resolution provides that twenty percent (20%) of tax allocation bond proceeds derived from within the Downtown Area (defined as the area within the Westside TAD east of the Empowerment Zone) will go toward projects ("Neighborhood Projects") in the Empowerment Zone and west of the Empowerment Zone, all within the Westside TAD; and

WHEREAS, pursuant to a resolution adopted by ADA on February 15, 2007 (the "Public Purpose Resolution"), ADA approved a policy requiring twenty percent of net bond proceeds attributable to projects in the Downtown Subarea of the Westside TAD (located in or around Centennial Olympic Park) be deposited in a Public Purpose Project Fund to be used solely for

public purpose projects benefiting and within the Westside TAD as approved by the Board of Directors of ADA and the City Council of the City; and

WHEREAS, the City desires that a Public Purpose Project Fund be created to be funded by up to twenty percent (20%) of the net proceeds of tax allocation bonds allocable to new projects located in the Downtown Subarea, which funds initially would be used to fund public purpose projects as set forth on Schedule 2 hereto (the "Public Purpose Projects"); and

WHEREAS, it is proposed that the City finance certain Redevelopment Costs associated with the 2008 Projects, Neighborhood Projects and Public Purpose Projects through the issuance of Tax Allocation Variable Rate Bonds (Westside Project), Series 2008, in one or more subseries, in the aggregate principal amount of not to exceed \$85,000,000 (the "Series 2008 Bonds"); and

WHEREAS, the Series 2008 Bonds will be issued pursuant to the Indenture of Trust, dated December 1, 2001, between the City and The Bank of New York (now The Bank of New York Mellon), as trustee (the "Trustee") (the "Series 2001 Indenture"), as supplemented by a First Supplemental Indenture of Trust, dated as of December 1, 2005 (the "Series 2005 Indenture"), between the City and the Trustee and a Second Supplemental Indenture of Trust, to be dated as of September 1, 2008, between the City and Trustee (the "Series 2008 Indenture" and, together with the Series 2001 Indenture and the Series 2005 Indenture, the "Indenture"); and

WHEREAS, to secure the payment of the principal and purchase price of and interest on the Series 2008 Bonds, Wachovia Bank, National Association (in such capacity, the "Bank") is issuing its irrevocable direct pay letter of credit (the "2008 Letter of Credit") pursuant to that certain Fourth Amended and Restated Letter of Credit and Reimbursement Agreement between the City and the Bank (the "Fourth Amended and Restated Letter of Credit and Reimbursement Agreement"); and

WHEREAS, it is proposed that the City sell the Series 2008 Bonds on a negotiated basis to DEPFA First Albany Securities LLC, Backstrom, McCarley Berry & Co. LLC and Jackson Securities, LLC (collectively, the "Underwriters") pursuant to the terms of a bond purchase agreement (the "Purchase Contract"); and

WHEREAS, it is proposed that in order to market the Series 2008 Bonds while such bonds are in a variable rate mode of interest, the City should provide for the appointment of a remarketing agent pursuant to the terms of a remarketing agreement (the "Remarketing Agreement"); and

WHEREAS, it is proposed that in order to facilitate the purchase of the Series 2008 Bonds, the City should provide for the use and distribution by the Underwriters of a Preliminary Official Statement (the "Preliminary Official Statement") and a final Official Statement (the "Official Statement"); and

WHEREAS, in consideration of the City's issuance of the Series 2008 Bonds, separate but substantially identical Development Agreements (each, a "Development Agreement") have been executed by and among the City, ADA and the owner of each 2008 Project pursuant to

which the parties thereto will assume certain responsibilities and obligations concerning redevelopment activities with respect to the related 2008 Project; and

WHEREAS, by resolution of the Board of the ADA adopted on April 17, 2008, ADA recommended issuance of the Series 2008 Bonds by the City and authorized the execution and delivery of the Development Agreements.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF ATLANTA, GEORGIA HEREBY ORDAINS as follows:

**Section 1.01. Authority for Ordinance.** This Ordinance is adopted pursuant to the provisions of the Constitution and the laws of the State of Georgia.

**Section 1.02. Findings.** It is hereby ascertained, determined and declared that:

(a) the financing of the Redevelopment Costs associated with (i) the 2008 Projects, (ii) the Neighborhood Projects and (iii) the Public Purpose Projects are each a lawful and valid undertaking pursuant to the Redevelopment Powers Law;

(b) the Series 2008 Bonds will constitute only limited obligations of the City and will be payable solely from the revenues to be assigned and pledged to the payment thereof and will not constitute a debt or a general obligation or a pledge of the faith and credit of the State of Georgia or any political subdivision or county, including the City and Fulton County, and will not directly or indirectly obligate such State or political subdivision or county, including the City and Fulton County, to levy or to pledge any form of taxation whatever for the payment thereof.

**Section 1.03. Authorization of the Financing of the 2008 Projects.** The financing of all or a portion of the Redevelopment Costs associated with the 2008 Projects listed on Schedule 1 hereto, the Public Purpose Projects listed on Schedule 2 and the Neighborhood Projects is hereby authorized.

**Section 1.04. Authorization of Series 2008 Bonds.** For the purpose of (a) financing the Redevelopment Costs associated with the (i) 2008 Projects, (ii) the Neighborhood Projects and (iii) the Public Purpose Projects, (b) funding capitalized interest on the Series 2008 Bonds and (c) paying costs of issuance, the issuance of not to exceed \$85,000,000 in aggregate principal amount of tax allocation variable rate bonds of the City in one or more series, designated as "Tax Allocation Variable Rate Bonds (Westside Project), Series 2008[series designation]" (collectively, the "Series 2008 Bonds") is hereby authorized. The Series 2008 Bonds shall be dated, bear interest, be subject to redemption prior to maturity and be payable as set forth in the Series 2008 Indenture, provided that the Series 2008 Bonds shall mature (or be subject to mandatory redemption in whole) not later than December 1, 2037, the interest rate on the Series 2008 Bonds shall not exceed 12.0% per annum and the maximum principal and interest due in any year shall not exceed \$95,200,000. The Series 2008 Bonds shall be issued as registered bonds without coupons in denominations authorized under the Series 2008 Indenture, which shall initially be in denominations of \$100,000 or any integral multiple of \$5,000 in excess thereof, with such rights of exchangeability and transfer of registration and shall be in the form and executed and authenticated in the manner provided in the Series 2008 Indenture. The term

“Series 2008 Bonds” as used herein shall be deemed to mean and include the Series 2008 Bonds as initially issued and delivered and Series 2008 Bonds issued in exchange therefor or in exchange for Series 2008 Bonds previously issued.

Any Series 2008 Bonds hereafter issued in exchange or for transfer of registration for the Bonds initially issued and delivered pursuant to the Series 2008 Indenture shall be executed in accordance with the provisions of the Indenture and such execution by the Mayor and the Municipal Clerk, whether present or future, is hereby authorized. A certificate of validation shall be endorsed upon each of such Series 2008 Bonds hereafter issued, and the Clerk of the Superior Court of Fulton County, Georgia, is instructed to execute such certificate of validation upon the written request of the Trustee or the City, specifying that such Series 2008 Bonds are being issued in exchange or for transfer of registration for one of the Series 2008 Bonds issued and delivered to the initial purchaser or purchasers thereof or one of the Series 2008 Bonds previously issued in exchange thereof.

**Section 1.05. Authorization of Series 2008 Indenture.** In order to secure the payment of the principal of, redemption premium, if any, and interest on the Series 2008 Bonds herein authorized, and in order to secure the performance and observance of all the agreements and conditions in the Series 2008 Bonds, the execution, delivery and performance of the Series 2008 Indenture relating to the Series 2008 Bonds by and between the City and the Trustee are hereby authorized. The Series 2008 Indenture shall be in substantially the form attached hereto as Exhibit “A,” subject to such changes, insertions or omissions as may be approved by the Mayor, and the execution of the Series 2008 Indenture by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

**Section 1.06. Authorization of Fourth Amended and Restated Letter of Credit and Reimbursement Agreement and 2008 Letter of Credit.** The execution, delivery and performance of the Fourth Amended and Restated Letter of Credit and Reimbursement Agreement by and between the City and Wachovia Bank, National Association, providing for the issuance of the 2008 Letter of Credit for purchase of the Series 2008 Bonds and the payment of principal and interest on the Series 2008 Bonds while such bonds are in a mode of variable rate of interest, are hereby authorized. The Fourth Amended and Restated Letter of Credit and Reimbursement Agreement is attached hereto as Exhibit “B,” and shall be subject to such changes, insertions or omissions as may be approved by the Mayor and the execution of a revised Fourth Amended and Restated Letter of Credit and Reimbursement Agreement by the Mayor or Chief Financial Officer, as permitted by this Ordinance, and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval. Anything herein or in the Fourth Amended and Restated Letter of Credit or Reimbursement Agreement to the contrary notwithstanding, the Chief Financial Officer of the City is hereby authorized to execute the Fourth Amended and Restated Letter of Credit and Reimbursement Agreement in the event of the absence, unavailability, disability or illness of the Mayor. The 2008 Letter of Credit, in substantially the form attached to the Fourth Amended and Restated Letter of Credit and Reimbursement Agreement as Exhibit “C,” is hereby approved, subject to such changes, insertions or omissions as may be approved by the Mayor, the Bank and the Trustee prior to the execution and delivery thereof.

**Section 1.07. Authorization of Purchase Contract.** The execution, delivery and performance of the Purchase Contract providing for the purchase of the Series 2008 Bonds, by and among the City, the Underwriters and the other parties thereto are hereby authorized. The Purchase Contract shall be in substantially the form attached hereto as Exhibit "C," subject to such changes, insertions or omissions as may be approved by the Mayor and the execution of the Purchase Contract by the Mayor or Chief Financial Officer, as permitted by this Ordinance, and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval. Anything herein or in the Purchase Contract to the contrary notwithstanding, the Chief Financial Officer of the City is hereby authorized to execute the Purchase Contract in the event of the absence, unavailability, disability or illness of the Mayor.

**Section 1.08. Authorization of Remarketing Agreement.** The execution, delivery and performance of the Remarketing Agreement by and between the City and Wachovia Bank, National Association, providing for the appointment of Wachovia Bank, National Association as remarketing agent (the "Remarketing Agent") to remarket and sell the Series 2008 Bonds while such bonds are in a variable interest rate, pursuant to the terms of the Remarketing Agreement, are hereby authorized. The Remarketing Agreement shall be in substantially the form attached hereto as Exhibit "D," subject to such changes, insertions or omissions as may be approved by the Mayor, and the execution of the Remarketing Agreement by the Mayor or Chief Financial Officer, as permitted by this Ordinance, and Municipal Clerk as hereby authorized shall be conclusive proof of any such approval. Anything herein or in the Remarketing Agreement to the contrary, the Chief Financial Officer of the City is hereby permitted to execute the Remarketing Agreement in the event of the absence, unavailability, disability or illness of the Mayor.

**Section 1.09. Authorization of Official Statement.** The use and distribution of the Preliminary Official Statement and a final Official Statement with respect to the Series 2008 Bonds are hereby authorized and approved, and said Preliminary Official Statement and said final Official Statement shall be in substantially the form attached hereto as Exhibit "E," subject to such changes, insertions or omissions as may be approved by the Mayor. The execution of a final Official Statement by the Mayor as hereby authorized shall be conclusive evidence of any such approval.

**Section 1.10. Execution of the Development Agreements.** The execution, delivery and performance of each of the Development Agreements by and among the City, ADA and the related owner of a 2008 Project are hereby authorized; provided, however, that except with respect to the Neighborhood Projects, unless otherwise provided by ordinance of the City, no owner of a 2008 Project shall apply for or be granted any waiver of park impact fees, transportation impact fees, public safety impact fees or any other impact fee with respect to such 2008 Project; and provided further that each Development Agreement shall contain language with respect to such prohibition. Each Development Agreement shall be in substantially the form as attached hereto as Exhibit "F," subject to such changes, insertions or omissions may be made to such Development Agreement as may be approved by the Mayor, and the execution of each Development Agreement by the Mayor, or Chief Financial Officer, as permitted by this Ordinance, and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval. Anything herein or in a Development Agreement to the contrary, the Chief Financial Officer of the City is hereby permitted to execute a Development Agreement in the event of the absence, unavailability, disability or illness of the Mayor.

**Section 1.11. Creation of Public Purpose Project Fund.** The creation of the Public Purpose Project Fund is hereby approved. Up to twenty percent (20%) of the net proceeds of tax allocation bonds, including the Series 2008 Bonds, allocable to new projects located in the Downtown Subarea shall be deposited to the Public Purpose Project Fund and used to finance public purpose projects approved by the City Council and the Board of Directors of ADA. With respect to the Series 2008 Bonds, the net proceeds of the Series 2008 Bonds to be used to finance public purpose projects shall be held in an account created in the Series 2008 Indenture.

**Section 1.12. Execution of Series 2008 Bonds.** The Series 2008 Bonds shall be executed in the manner provided in the Indenture and the same shall be delivered to the Trustee for proper authentication and delivery to the Underwriters with instruction to that effect as provided in the Indenture.

**Section 1.13. Validation of Series 2008 Bonds.** The Mayor is hereby authorized and directed to immediately notify the District Attorney of the Atlanta Judicial Circuit of the action taken by the City, to request the District Attorney to institute a proceeding to confirm and validate the Series 2008 Bonds and to pass upon the security therefor, and the Mayor and the Municipal Clerk are further authorized to acknowledge service and make answer in such proceeding.

**Section 1.14. Non-Arbitrage Certification.** Any officer of the City is hereby authorized to execute one or more non-arbitrage certifications with respect to the Series 2008 Bonds or any series thereof in order to comply with Section 148 of the Code, and the applicable Treasury Regulations thereunder.

**Section 1.15. No Personal Liability.** No stipulation, obligation or agreement herein contained or contained in the Indenture, the Fourth Amended and Restated Letter of Credit and Reimbursement Agreement, the Purchase Contract, the Remarketing Agreement or any Development Agreement shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the City in his individual capacity, and no such officer, director, agent or employee shall be personally liable on the Series 2008 Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

**Section 1.16. General Authority.** From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents and employees of the City are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the documents as authorized herein and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance of the Series 2008 Bonds and in conformity with the purposes and intent of this Ordinance. The Mayor and the Municipal Clerk are hereby authorized and directed to prepare and furnish to the purchasers of the Series 2008 Bonds, when the Series 2008 Bonds are issued, certified copies of all the proceedings and records of the City relating to the Series 2008 Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Series 2008 Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all



such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the City as to the truth of all statements contained therein.

**Section 1.17 Actions Approved and Confirmed.** All acts and doings of the officers of the City which are in conformity with the purposes and intent of this Ordinance and in furtherance of the issuance of the Series 2008 Bonds and the execution, delivery and performance of the Series 2008 Indenture, the Fourth Amended and Restated Letter of Credit and Reimbursement Agreement, each Development Agreement, the Purchase Contract, the Remarketing Agreement and the approval of the Official Statement, shall be, and the same hereby are, in all respects approved and confirmed.

**Section 1.18 Dated Dates and Series Designation.** The Chief Financial Officer is, if required, hereby authorized, in consultation with the City's bond counsel, to (a) alter the "as of date" of financing documents delivered by the City in connection with the issuance and delivery of the Series 2008 Bonds, (b) alter the series designation and initial dated date of the Series 2008 Bonds, in order to correspond such series designation and dates with the expected date of issuance and delivery of such Series 2008 Bonds and (c) make such other alterations as required to cause the financing documents to reflect and conform to the actual date that the City's obligations are to be issued.

**Section 1.19 Appointment of Hearing Officer.** The actions of Cheryl T. Strickland, as Hearing Officer for purposes of the public hearing required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") are hereby ratified and approved, and Cheryl T. Strickland is hereby appointed as the City's Hearing Officer for purposes of all hearings and matters required by Section 147(f) of the Code.

**Section 1.20 Compliance with O.C.G.A. § 36-82-100.** Except as otherwise provided in the City Resolution, the City shall waive the obligation to conduct "performance audits" or "performance reviews" with respect to the Series 2008 Bonds, as such terms are described in O.C.G.A. § 36-82-100. The City shall publish notice of such waiver in the legal organ applicable to the City.

**Section 1.21. Severability of Invalid Provision.** If any one or more of the agreements or provisions herein contained shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the Series 2008 Bonds authorized hereunder.

**Section 1.22. Repealing Clause.** Except as provided in Section 1.10 hereof with respect to waiver of impact fees, all ordinances or parts thereof of the City in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed; provided, however, to the extent amended hereby, the City Resolution is hereby continued in full force and effect.

# SCHEDULE 1

## 2008 Projects

<u>Project</u>	<u>Type</u>	<u>Approximate Maximum Allocation of Proceeds for Projects*</u>	<u>Developer</u>
Centennial Vista	Residential/Retail/Parking	\$2,249,049.06	Vista Realty Partners
Hard Rock Hotel and Residences	Hotel/Retail/Parking	\$4,017,646.77	Luckie Street Hotel Partners, LLC
222 Mitchell	Residential/Retail/Office/Parking	\$2,042,899.19	The Morsberger Group
Castleberry Point	Residential/Retail/Parking	\$1,952,166.95	Miller Gallman Developers
45 Allen Plaza	Hotel/Residential/Retail/Parking	\$7,094,787.22	Barry Real Estate Companies, Inc.
Markham Lofts	Residential/Office/Parking/Retail	\$2,403,134.70	Markham Street Partners, LLC
Northside Plaza	Residential/Parking/Retail	\$1,404,919.66	Harold A. Dawson Co.
Historic Westside Village	Parking/Retail	\$236,212.59	Russell New Urban Development, LLC/ Trammell Crow Co.
Technology Enterprise Park	Bioscience Office Space/Parking	\$2,792,299.37	The University Financing Foundation

\*Net of amount, if any, allocable to the Neighborhood Projects and the Public Purpose Projects.

## SCHEDULE 2

### Public Purpose Projects

<u>Project</u>	<u>Type</u>
Andrew Young Tribute in Walton Spring Park	.18 acre garden park redevelopment and streetscaping
Center for Civil and Human Rights	Museum
Downtown Traffic Signal Upgrades	47 intersections
Fairlie Poplar Streetscape Phase III – Utility relocation	Utility relocation and coordination
West Peachtree Place Two Way Conversion	Three intersections

AN ORDINANCE

BY COUNCILMEMBERS JIM MADDOX, KWANZA HALL, CEASAR MITCHELL AND  
IVORY LEE YOUNG, JR.

AN ORDINANCE, TO (1) PROVIDE FOR THE ISSUANCE AND SALE OF SUBORDINATE LIEN TAX ALLOCATION VARIABLE RATE BONDS (WESTSIDE PROJECT), SERIES 2008, IN ONE OR MORE SERIES, IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$109,265,000 (THE "SERIES 2008 BONDS"), TO PAY REDEVELOPMENT COSTS ASSOCIATED WITH THE PROJECTS IDENTIFIED ON SCHEDULE 1 HERETO (THE "2008 PROJECTS"), TO PAY REDEVELOPMENT COSTS ASSOCIATED WITH THE NEIGHBORHOOD PROJECTS (THE "NEIGHBORHOOD PROJECTS") IN ACCORDANCE WITH THE INITIAL RESOLUTION (AS DEFINED BELOW) AND TO PAY REDEVELOPMENT COSTS ASSOCIATED WITH PUBLIC PURPOSE PROJECTS (THE "PUBLIC PURPOSE PROJECTS") IN ACCORDANCE WITH THE PUBLIC PURPOSE RESOLUTION (AS DEFINED BELOW), TO FUND CAPITALIZED INTEREST AND TO PAY EXPENSES INCIDENT TO ACCOMPLISHING THE FOREGOING; (2) AUTHORIZE THE EXECUTION OF A SECOND SUPPLEMENTAL INDENTURE OF TRUST, A FOURTH AMENDED AND RESTATED LETTER OF CREDIT AND REIMBURSEMENT AGREEMENT, SUBSTANTIALLY SIMILAR DEVELOPMENT AGREEMENTS WITH THE OWNERS OF EACH 2008 PROJECT, A PURCHASE CONTRACT, AND A REMARKETING AGREEMENT, AND APPROVING THE USE AND DISTRIBUTION OF A PRELIMINARY OFFICIAL STATEMENT AND FINAL OFFICIAL STATEMENT; (3) AUTHORIZE THE CREATION OF A PUBLIC PURPOSE PROJECT FUND TO BE FUNDED WITH NET TAX ALLOCATION BOND PROCEEDS; AND (4) AUTHORIZE CERTAIN OTHER ACTIONS, ALL IN CONNECTION WITH THE ISSUANCE AND SALE OF THE FOREGOING DESCRIBED SERIES 2008 BONDS.

WHEREAS, the City of Atlanta, Georgia (the "City") is a municipal corporation of the State of Georgia and a "political subdivision" as defined in Chapter 44 of Title 36 of the Official Code of Georgia Annotated, as amended (the "Redevelopment Powers Law"); and

WHEREAS, the City is authorized pursuant to the Constitution of the State of Georgia and the various statutes of the State of Georgia, including specifically the Redevelopment Powers Law, to issue its tax allocation bonds, notes and other obligations in order to finance certain Redevelopment Costs, as defined in the Redevelopment Powers Law; and

WHEREAS, in order to encourage the development of an economically and socially depressed area in the City, the City Council by Resolution 98-R-0777, adopted on July 6, 1998, and approved by the Mayor on July 13, 1998 (the "Initial Resolution"), among other matters, (i) adopted the Westside Redevelopment Plan and Tax Allocation Bond District (Tax Allocation District Number 1, as Amended-Atlanta/Westside) (the "Westside Redevelopment Plan") pursuant to the authority granted the City under the Constitution and the laws of the State of Georgia, including particularly the Redevelopment Powers Law (ii) created The Westside Tax Allocation District Number One, As Amended-Atlanta/Westside (the "Westside TAD") and

(iii) authorized the pledge of certain positive ad valorem tax allocation increments derived from the Westside TAD for the payment of or as security for the payment of tax allocation bonds; and

WHEREAS, the Initial Resolution was amended by the City Council by Resolution 98-R-1910, adopted on October 19, 1998, and approved by the Mayor on October 27, 1998 (the Resolution Amendment" and, together with the Initial Resolution, the "City Resolution"); and

WHEREAS, the Board of Commissioners of Fulton County, Georgia ("Fulton County"), by resolution adopted on November 18, 1998 (as amended on July 20, 2005), consented to the inclusion of their respective shares of positive ad valorem tax increments derived from the Westside TAD as security for tax allocation bonds issued within the Westside TAD; and

WHEREAS, the City has appointed the Atlanta Development Authority ("ADA") as the City's redevelopment agent pursuant to the Redevelopment Powers Law for the purpose of implementing the redevelopment initiatives set forth in the Westside Redevelopment Plan, and for other purposes; and

WHEREAS, pursuant to the Redevelopment Powers Law, the City is authorized to finance certain Redevelopment Costs, as defined in the Redevelopment Powers Law to mean expenditures made to achieve the redevelopment of a redevelopment area including without limitation, (i) clearing, grading and otherwise preparing property for redevelopment, (ii) real property assembly costs, (iii) environmental remediation of property, (iv) design, construction and installation of utilities such as water, sewer, storm drainage, electric, gas and telecommunications, (v) design, construction and installation of streets, sidewalks, bikeways, curbs, gutters and other public works, (vi) organizational costs, including the cost of environmental impact or other studies, (vii) design and construction of parking facilities and (viii) any other facilities and improvements located in or otherwise related to the Westside TAD that are eligible to be financed or refinanced as Redevelopment Costs under the Redevelopment Powers Law; and

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public purpose projects benefiting and within the Westside TAD as approved by the Board of Directors of ADA and the City Council of the City; and

WHEREAS, the City desires that a Public Purpose Project Fund be created to be funded by up to twenty percent (20%) of the net proceeds of tax allocation bonds allocable to new projects located in the Downtown Subarea, which funds would be used to fund public purpose projects as set forth on Schedule 2 hereto (the "Public Purpose Projects"); and

WHEREAS, it is proposed that the City finance certain Redevelopment Costs associated with the 2008 Projects, Neighborhood Projects and Public Purpose Projects through the issuance of Tax Allocation Variable Rate Bonds (Westside Project), Series 2008, in one or more subseries, in the aggregate principal amount of not to exceed \$109,265,000 (the "Series 2008 Bonds"); and

WHEREAS, the Series 2008 Bonds will be issued pursuant to the Indenture of Trust, dated December 1, 2001, between the City and The Bank of New York (now The Bank of New York Mellon), as trustee (the "Trustee") (the "Series 2001 Indenture"), as supplemented by a First Supplemental Indenture of Trust, dated as of December 1, 2005 (the "Series 2005 Indenture"), between the City and the Trustee and a Second Supplemental Indenture of Trust, to be dated as of September 1, 2008, between the City and Trustee (the "Series 2008 Indenture" and, together with the Series 2001 Indenture and the Series 2005 Indenture, the "Indenture"); and

WHEREAS, to secure the payment of the principal and purchase price of and interest on the Series 2008 Bonds, Wachovia Bank, National Association (in such capacity, the "Bank") is issuing its irrevocable direct pay letter of credit (the "2008 Letter of Credit") pursuant to that certain Fourth Amended and Restated Letter of Credit and Reimbursement Agreement between the City and the Bank (the "Fourth Amended and Restated Letter of Credit and Reimbursement Agreement"); and

WHEREAS, it is proposed that the City sell the Series 2008 Bonds on a negotiated basis to DEPFA First Albany Securities LLC, Backstrom, McCarley Berry & Co. LLC and Jackson Securities, LLC (collectively, the "Underwriters") pursuant to the terms of a bond purchase agreement (the "Purchase Contract"); and

WHEREAS, it is proposed that in order to market the Series 2008 Bonds while such bonds are in a variable rate mode of interest, the City should provide for the appointment of a remarketing agent pursuant to the terms of a remarketing agreement (the "Remarketing Agreement"); and

WHEREAS, it is proposed that in order to facilitate the purchase of the Series 2008 Bonds, the City should provide for the use and distribution by the Underwriters of a Preliminary Official Statement (the "Preliminary Official Statement") and a final Official Statement (the "Official Statement"); and

WHEREAS, in consideration of the City's issuance of the Series 2008 Bonds, separate but substantially identical Development Agreements have been executed by and among the City, ADA and the owner of each 2008 Project pursuant to which the parties thereto will assume

certain responsibilities and obligations concerning redevelopment activities with respect to the related 2008 Project; and

WHEREAS, by resolution of the Board of the ADA adopted on April 17, 2008, ADA recommended issuance of the Series 2008 Bonds by the City and authorized the execution and delivery of the Development Agreements.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF ATLANTA, GEORGIA HEREBY ORDAINS as follows:

**Section 1.01. Authority for Ordinance.** This Ordinance is adopted pursuant to the provisions of the Constitution and the laws of the State of Georgia.

**Section 1.02. Findings.** It is hereby ascertained, determined and declared that:

(a) the financing of the Redevelopment Costs associated with (i) the 2008 Projects, (ii) the Neighborhood Projects and (iii) the Public Purpose Projects are each a lawful and valid undertaking pursuant to the Redevelopment Powers Law;

(b) the Series 2008 Bonds will constitute only limited obligations of the City and will be payable solely from the revenues to be assigned and pledged to the payment thereof and will not constitute a debt or a general obligation or a pledge of the faith and credit of the State of Georgia or any political subdivision, county or independent board of education thereof, including the City and Fulton County, and will not directly or indirectly obligate such State or political subdivision, county or independent board of education thereof, including the City and Fulton County, to levy or to pledge any form of taxation whatever for the payment thereof.

**Section 1.03. Authorization of the Financing of the 2008 Projects.** The financing of all or a portion of the Redevelopment Costs associated with the 2008 Projects listed on Schedule 1 hereto, the Public Purpose Projects listed on Schedule 2 and the Neighborhood Projects is hereby authorized.

**Section 1.04. Authorization of Series 2008 Bonds.** For the purpose of (a) financing the Redevelopment Costs associated with the (i) 2008 Projects, (ii) the Neighborhood Projects and (iii) the Public Purpose Projects, (b) funding capitalized interest on the Series 2008 Bonds and (c) paying costs of issuance, the issuance of not to exceed \$109,265,000 in aggregate principal amount of tax allocation variable rate bonds of the City in one or more series, designated as "Tax Allocation Variable Rate Bonds (Westside Project), Series 2008[series designation]" (collectively, the "Series 2008 Bonds") is hereby authorized. The Series 2008 Bonds shall be dated, bear interest, be subject to redemption prior to maturity and be payable as set forth in the Series 2008 Indenture, provided that the Series 2008 Bonds shall mature (or be subject to mandatory redemption in whole) not later than December 1, 2037, the interest rate on the Series 2008 Bonds shall not exceed 12.0% per annum and the maximum principal and interest due in any year shall not exceed \$122,376,800. The Series 2008 Bonds shall be issued as registered bonds without coupons in denominations authorized under the Series 2008 Indenture, which shall initially be in denominations of \$100,000 or any integral multiple of \$5,000 in excess thereof, with such rights of exchangeability and transfer of registration and shall be in the form

and executed and authenticated in the manner provided in the Series 2008 Indenture. The term "Series 2008 Bonds" as used herein shall be deemed to mean and include the Series 2008 Bonds as initially issued and delivered and Series 2008 Bonds issued in exchange therefor or in exchange for Series 2008 Bonds previously issued.

Any Series 2008 Bonds hereafter issued in exchange or for transfer of registration for the Bonds initially issued and delivered pursuant to the Series 2008 Indenture shall be executed in accordance with the provisions of the Indenture and such execution by the Mayor and the Municipal Clerk, whether present or future, is hereby authorized. A certificate of validation shall be endorsed upon each of such Series 2008 Bonds hereafter issued, and the Clerk of the Superior Court of Fulton County, Georgia, is instructed to execute such certificate of validation upon the written request of the Trustee or the City, specifying that such Series 2008 Bonds are being issued in exchange or for transfer of registration for one of the Series 2008 Bonds issued and delivered to the initial purchaser or purchasers thereof or one of the Series 2008 Bonds previously issued in exchange thereof.

**Section 1.05. Authorization of Series 2008 Indenture.** In order to secure the payment of the principal of, redemption premium, if any, and interest on the Series 2008 Bonds herein authorized, and in order to secure the performance and observance of all the agreements and conditions in the Series 2008 Bonds, the execution, delivery and performance of the Series 2008 Indenture relating to the Series 2008 Bonds by and between the City and the Trustee are hereby authorized. The Series 2008 Indenture shall be in substantially the form attached hereto as Exhibit "A," subject to such changes, insertions or omissions as may be approved by the Mayor, and the execution of the Series 2008 Indenture by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

**Section 1.06. Authorization of Fourth Amended and Restated Letter of Credit and Reimbursement Agreement and 2008 Letter of Credit.** The execution, delivery and performance of the Fourth Amended and Restated Letter of Credit and Reimbursement Agreement by and between the City and Wachovia Bank, National Association, providing for the purchase of the Series 2008 Bonds while such bonds are in a mode of variable rate of interest, are hereby ratified and approved. The Fourth Amended and Restated Letter of Credit and Reimbursement Agreement is attached hereto as Exhibit "B," and in the event additional revisions are required prior to the issuance of the Series 2008 Bonds, such Agreement shall be subject to such changes, insertions or omissions as may be approved by the Mayor and the execution of a revised Fourth Amended and Restated Letter of Credit and Reimbursement Agreement by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval. Anything herein or in the Fourth Amended and Restated Letter of Credit or Reimbursement Agreement to the contrary notwithstanding, the Chief Financial Officer of the City is hereby authorized to execute the Fourth Amended and Restated Letter of Credit and Reimbursement Agreement in the event of the absence, unavailability, disability or illness of the Mayor. The 2008 Letter of Credit, in substantially the form attached to the Fourth Amended and Restated Letter of Credit and Reimbursement Agreement as Exhibit "C," is hereby approved, subject to such changes, insertions or omissions as may be approved by the Mayor, the Bank and the Trustee prior to the execution and delivery thereof.



**Section 1.07. Authorization of Purchase Contract.** The execution, delivery and performance of the Purchase Contract providing for the purchase of the Series 2008 Bonds, by and among the City, the Underwriters and the other parties thereto are hereby authorized. The Purchase Contract shall be in substantially the form attached hereto as Exhibit "C," subject to such changes, insertions or omissions as may be approved by the Mayor and the execution of the Purchase Contract by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval. Anything herein or in the Purchase Contract to the contrary notwithstanding, the Chief Financial Officer of the City is hereby authorized to execute the Purchase Contract in the event of the absence, unavailability, disability or illness of the Mayor.

**Section 1.08. Authorization of Remarketing Agreement.** The execution, delivery and performance of the Remarketing Agreement by and between the City and Wachovia Bank, National Association, providing for the appointment of Wachovia Bank, National Association as remarketing agent (the "Remarketing Agent") to remarket and sell the Series 2008 Bonds while such bonds are in a variable interest rate, pursuant to the terms of the Remarketing Agreement, are hereby authorized. The Remarketing Agreement shall be in substantially the form attached hereto as Exhibit "D," subject to such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of the Remarketing Agreement by the Mayor and Municipal Clerk as hereby authorized shall be conclusive proof of any such approval. Anything herein or in the Remarketing Agreement to the contrary, the Chief Financial Officer of the City is hereby permitted to execute the Remarketing Agreement in the event of the absence, unavailability, disability or illness of the Mayor.

**Section 1.09. Authorization of Official Statement.** The use and distribution of the Preliminary Official Statement and a final Official Statement with respect to the Series 2008 Bonds are hereby authorized and approved, and said Preliminary Official Statement and said final Official Statement shall be in substantially the form attached hereto as Exhibit "E," subject to such changes, insertions or omissions as may be approved by the Mayor. The execution of a final Official Statement by the Mayor as hereby authorized shall be conclusive evidence of any such approval.

**Section 1.10. Execution of the Development Agreements.** The execution, delivery and performance of each of the Development Agreements by and among the City, ADA and the related owner of a 2008 Project as presented to City Council are hereby ratified and approved; provided, however, that except with respect to the Neighborhood Projects, unless otherwise provided by ordinance of the City, no owner of a 2008 Project shall apply for or be granted any waiver of park impact fees, transportation impact fees, public safety impact fees or any other impact fee with respect to such 2008 Project; and provided further that each Development Agreement shall contain language with respect to such prohibition. Each Development Agreement shall be in substantially the form as attached hereto as Exhibit "F", and in the event additional revisions to a Development Agreement are required prior to the issuance of the Series 2008 Bonds, such changes, insertions or omissions may be made to such Development Agreement as may be approved by the Mayor, and the execution of each Development Agreement by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

**Section 1.11. Creation of Public Purpose Project Fund.** The creation of the Public Purpose Project Fund is hereby approved. Up to twenty percent (20%) of the net proceeds of tax allocation bonds, including the Series 2008 Bonds, allocable to new projects located in the Downtown Subarea shall be deposited to the Public Purpose Project Fund and used to finance public purpose projects approved by the City Council and the Board of Directors of ADA.

**Section 1.12. Execution of Series 2008 Bonds.** The Series 2008 Bonds shall be executed in the manner provided in the Indenture and the same shall be delivered to the Trustee for proper authentication and delivery to the Underwriters with instruction to that effect as provided in the Indenture.

**Section 1.13. Validation of Series 2008 Bonds.** The Mayor is hereby authorized and directed to immediately notify the District Attorney of the Atlanta Judicial Circuit of the action taken by the City, to request the District Attorney to institute a proceeding to confirm and validate the Series 2008 Bonds and to pass upon the security therefor, and the Mayor and the Municipal Clerk are further authorized to acknowledge service and make answer in such proceeding.

**Section 1.14. Non-Arbitrage Certification.** Any officer of the City is hereby authorized to execute one or more non-arbitrage certifications with respect to the Series 2008 Bonds or any series thereof in order to comply with Section 148 of the Code, and the applicable Treasury Regulations thereunder.

**Section 1.15. No Personal Liability.** No stipulation, obligation or agreement herein contained or contained in the Indenture, the Fourth Amended and Restated Letter of Credit and Reimbursement Agreement, the Purchase Contract, the Remarketing Agreement or any Development Agreement shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the City in his individual capacity, and no such officer, director, agent or employee shall be personally liable on the Series 2008 Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

**Section 1.16. General Authority.** From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents and employees of the City are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the documents as authorized herein and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance of the Series 2008 Bonds and in conformity with the purposes and intents of this Ordinance. The Mayor and the Municipal Clerk are hereby authorized and directed to prepare and furnish to the purchasers of the Series 2008 Bonds, when the Series 2008 Bonds are issued, certified copies of all the proceedings and records of the City relating to the Series 2008 Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Series 2008 Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the City as to the truth of all statements contained therein.

**Section 1.17 Actions Approved and Confirmed.** All acts and doings of the officers of the City which are in conformity with the purposes and intents of this Ordinance and in furtherance of the issuance of the Series 2008 Bonds and the execution, delivery and performance of the Series 2008 Indenture, the Fourth Amended and Restated Letter of Credit and Reimbursement Agreement, each Development Agreement, the Purchase Contract, the Remarketing Agreement and the approval of the Official Statement, shall be, and the same hereby are, in all respects approved and confirmed.

**Section 1.18 Dated Dates and Series Designation.** The Chief Financial Officer is, if required, hereby authorized, in consultation with the City's bond counsel, to (a) alter the "as of date" of financing documents delivered by the City in connection with the issuance and delivery of the Series 2008 Bonds, (b) alter the series designation and initial dated date of the Series 2008 Bonds, in order to correspond such series designation and dates with the expected date of issuance and delivery of such Series 2008 Bonds and (c) make such other alterations as required to cause the financing documents to reflect and conform to the actual date that the City's obligations are to be issued.

**Section 1.19 Appointment of Hearing Officer.** The actions of Cheryl T. Strickland, as Hearing Officer for purposes of the public hearing required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") are hereby ratified and approved, and Cheryl T. Strickland is hereby appointed as the City's Hearing Officer for purposes of all hearings and matters required by Section 147(f) of the Code.

**Section 1.20 Compliance with O.C.G.A. § 36-82-100.** Except as otherwise provided in the City Resolution, the City shall waive the obligation to conduct "performance audits" or "performance reviews" with respect to the Series 2008 Bonds, as such terms are described in O.C.G.A. § 36-82-100. The City shall publish notice of such waiver in the legal organ applicable to the City.

**Section 1.21. Severability of Invalid Provision.** If any one or more of the agreements or provisions herein contained shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the Series 2008 Bonds authorized hereunder.

**Section 1.22. Repealing Clause.** Except as provided in Section 1.10 hereof with respect to waiver of impact fees, all ordinances or parts thereof of the City in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed; provided, however, to the extent amended hereby, the City Resolution is hereby continued in full force and effect.

# SCHEDULE 1

## 2008 Projects

<u>Project</u>	<u>Type</u>	<u>Approximate Maximum Allocation of Proceeds*</u>	<u>Developer</u>
Centennial Vista	Residential/Retail/Parking	\$2,249,049.22	Vista Realty Partners
Hard Rock Hotel and Residences	Hotel/Retail/Parking	\$4,017,647.06	Luckie Street Hotel Partners, LLC
222 Mitchell	Residential/Retail/Office/Parking	\$2,042,899.39	The Morsberger Group
Castleberry Point	Residential/Retail/Parking	\$1,882,319.75	Miller Gaellman Developers
45 Allen Plaza	Hotel/Residential/Retail/Parking	\$7,094,787.36	Barry Real Estate Companies, Inc.
Markham Lofts	Residential/Office/Parking	\$2,403,134.41	Markham Street Partners, LLC
Northside Plaza	Residential/Parking	\$1,404,919.85	Harold A. Dawson Co.
Historic Westside Village	Residential/Parking/Retail	\$1,226,191.67	Russell New Urban Development, LLC/ Trammell Crow Co.
Technology Enterprise Park	Bioscience Office Space/Parking	\$4,993,972.02	The University Financing Foundation

\*Net of amount, if any, allocable to the Neighborhood Projects and the Public Purpose Projects.

## SCHEDULE 2

### Public Purpose Projects

<u>Project</u>	<u>Type</u>
Andrew Young Tribute in Walton Spring Park	.18 acre garden park redevelopment and streetscaping
Center for Civil and Human Rights	Museum
Downtown Traffic Signal Upgrades	47 intersections
Fairlie Poplar Streetscape Phase III – Utility relocation	Utility relocation and coordination
Railroad District Neighborhood Identification Plan	Banners and monuments
West Peachtree Place Two Way Conversion	Three intersections

EXHIBIT "A"

**LARGE  
ATTACHMENT(S)  
DOCUMENT(S),  
MANNUAL(S)  
OR  
MAP(S)  
NOT COPIED**